



19834

The David J. Joseph Company 25 1995 PM

December 21, 1995

Ms. Mildred Lee  
Interstate Commerce Commission  
12th & Constitution Ave., N.W.  
Room 2303  
Washington, DC 20423

0100902031

Dear Ms. Lee:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of December 5, 1995, between the following parties:

Lessor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Lessee: Railtex, Inc.  
4040 Broadway, Suite 200  
San Antonio, Texas 78209

Please see Exhibit A attached hereto, showing the equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

*Julia R. Jones*  
Julia R. Jones  
Documentation Assistant

Enclosures



Interstate Commerce Commission 2/26/95  
Washington, D.C. 20423-0001

Office Of The Secretary

Julia R. Jones  
The David J. Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202

Madam:

Dear

12/26/95 12:45 PM

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of  
the Interstate Commerce Act, 49 U.S.C. 11303, on at , and  
assigned recordation number(s). 19834

Sincerely yours,

Vernon A. Williams  
Secretary

(0100902031)

Enclosure(s)

21.00

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with document filed on the date shown. This receipt is issued for the amount paid and in no way indicate acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature \_\_\_\_\_

**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

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THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of December 5, 1995 is intended to evidence the Railroad Equipment Lease Agreement dated as of December 5, 1995 (the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware Corporation (the "Lessor"), and Railtex, Inc., a Texas Corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the thirty-one (31) railcars more fully described in Exhibit A, attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:

LESSEE:

THE DAVID J. JOSEPH COMPANY

RAILTEX, INC.

By: 

By: 

Name: Douglas F. McMillan

Name: EDWIN E. ELLIS

Title: Vice President

Title: GM FLEET

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

The foregoing instrument was acknowledged before me this 5th day of December, 1995, by Douglas F. McMillan, the Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.



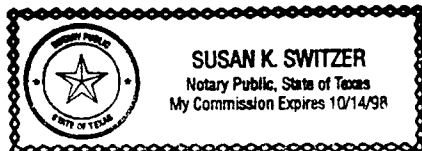
Notary Public



**JULIA R. JONES**  
Notary Public, State of Ohio  
My Commission Expires Feb. 27, 2000

STATE OF TEXAS                )  
                                      ) SS:  
COUNTY OF BEXAR            )

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of December, 1995, by Edwin E. Ellis, the GM Fleet of RailTex, Inc., a Texas corporation, on behalf of the corporation.



  
Notary Public

## **EXHIBIT A**

To the Memorandum of Lease dated December 5, 1995, between The David J. Joseph Company and Railtex, Inc.

### **DESCRIPTION OF UNITS**

Thirty-one (31) railcars bearing reporting marks as follows:

|             |             |             |
|-------------|-------------|-------------|
| CORP 817466 | CORP 817554 | CORP 817644 |
| CORP 817483 | CORP 817561 | CORP 817649 |
| CORP 817488 | CORP 817563 | CORP 818530 |
| CORP 817494 | CORP 817564 | CORP 818531 |
| CORP 817496 | CORP 817571 | CORP 818570 |
| CORP 817498 | CORP 817572 | CORP 818616 |
| CORP 817506 | CORP 817574 | CORP 818635 |
| CORP 817509 | CORP 817605 | CORP 818645 |
| CORP 817519 | CORP 817629 | CORP 818734 |
| CORP 817525 | CORP 817636 | CORP 818745 |
| CORP 817527 |             |             |